

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
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BREITBURN ENERGY :
PARTNERS LP, et al., :

Debtors.¹ :
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X

**ORDER PURSUANT TO 11 U.S.C. §§ 105, 363(b), AND
503(c)(3) APPROVING DEBTORS' 2017 KEY EMPLOYEE
RETENTION PROGRAM AND KEY EMPLOYEE INCENTIVE PROGRAM**

Upon the Motion, dated February 1, 2017 (the "Motion"),² of Breitburn Energy Partners LP and its affiliated debtors in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the "Debtors"), pursuant to sections 105, 363(b), and 503(c)(3) of the Bankruptcy Code, for an order approving the 2017 Employee Programs, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and it appearing that no other or

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable, are: Breitburn Energy Partners LP (9953); Breitburn GP LLC (9948); Breitburn Operating LP (5529); Breitburn Operating GP LLC (5525); Breitburn Management Company LLC (2858); Breitburn Finance Corporation (2548); Alamitos Company (9156); Beaver Creek Pipeline, L.L.C. (7887); Breitburn Florida LLC (7424); Breitburn Oklahoma LLC (4714); Breitburn Sawtelle LLC (7661); Breitburn Transpetco GP LLC (7222); Breitburn Transpetco LP LLC (7188); GTG Pipeline LLC (3760); Mercury Michigan Company, LLC (3380); Phoenix Production Company (1427); QR Energy, LP (3069); QRE GP, LLC (2855); QRE Operating, LLC (9097); Terra Energy Company LLC (9616); Terra Pipeline Company LLC (3146); and Transpetco Pipeline Company, L.P. (2620). The Debtors' mailing address is 707 Wilshire Boulevard, Suite 4600, Los Angeles, California 90017.

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Motion.

further notice need be provided; and upon the Jackson Declaration and the Friske Declaration, filed contemporaneously with the Motion; and upon the response to the Motion filed by the Official Committee of Equity Security Holders on February 16, 2017 (ECF No. 1016); and upon the record of all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that each of the 2017 Employee Programs is hereby approved; and it is further

ORDERED that the Debtors are authorized to take any and all actions necessary or appropriate to implement the 2017 Employee Programs and to perform any and all obligations contemplated thereby; and it is further

ORDERED that notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and provisions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: March 3rd, 2017
New York, New York

/s/ STUART M. BERNSTEIN
HONORABLE STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE